

RECORDATION NO. 26407 FILED

JUN 22 '06

1-48 PM

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SURFACE TRANSPORTATION BOARD

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June 22, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 7, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC
5 Old Orchard Road, Suite 505
Skokie, IL 60077

Lessee: South Carolina Electric & Gas Company
111 Research Drive
Columbia, SC 29203

Mr. Vernon A. Williams
June 22, 2006
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A description of the railroad equipment covered by the enclosed document is:

100 BethGon railcars: MBKX 300924 – MBKX 301023.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Edward M. Luria".

Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**SOUTH CAROLINA ELECTRIC & GAS COMPANY
("LESSEE")**

(JUNE 7, 2006)

Memorandum of a Lease Agreement made and entered into as of **June 7, 2006** by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and South Carolina Electric & Gas Company, a South Carolina corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 100 2006 FreightCar America built BethGon II Railcars bearing marks and numbers as follows:

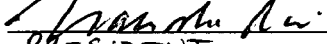
MBKX 300924-301023

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

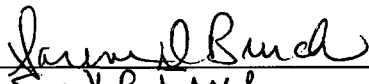
Lessor: Mitsui Rail Capital, LLC

I, YASUSHI Imai (name of signor), certify that I am PRESIDENT of Mitsui Rail Capital, LLC, that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: 
Title: PRESIDENT
Date: 6/21/06

Lessee: South Carolina Electric & Gas Company

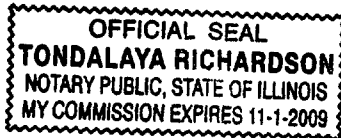
I, James D. Burch (name of signor), certify that I am S-VP Fuel (title of office) of South Carolina Electric & Gas Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on date indicated below.

By: 
Title: S-VP Fuel
Date: 6/8/06

STATE OF ILLINOIS

COUNTY OF COOK

On this 21ST day of JUNE, 2007, before me personally appeared Yasushi Imai, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Tondalaya Richardson
NOTARY PUBLIC

My commission expires: 11-1-2009

STATE OF SOUTH CAROLINA_

COUNTY OF RICHLAND

On this 8 day of June, 2007, before me personally appeared Sarena D. Birch, to me personally known, who being by me duly sworn, says that he is the Sr. VP-Fuel of South Carolina Electric & Gas Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Nicole Bundy
NOTARY PUBLIC

My commission expires

Oct. 22, 2011